

# HELM

FINANCIAL CORPORATION

One Embarcadero Center • San Francisco, CA 94111

415/398-4510

FAX 415/398-4816

August 3, 2000

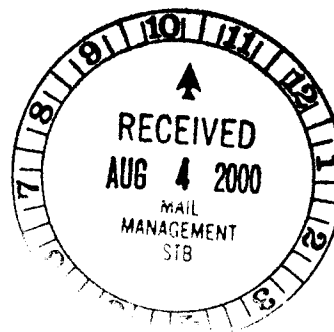
RECORDATION NO. 23039 FILED

AUG 4 '00 3-37 PM

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SURFACE TRANSPORTATION BOARD

Mr. Vernon Williams  
Secretary  
Surface Transportation Board  
1925 K Street, N.W.  
Washington, D.C. 20423-0001



Dear Mr. Williams:

Enclosed are two (2) originals of the **Memorandum of Railcar Lease Agreement** dated February 1, 2000 between the following parties:

Lessor:	Helm Financial Corporation One Embarcadero Center, Suite 3700 San Francisco, CA 94111
Lessee:	The Kansas City Southern Railway Company 114 West 11th Street Kansas City, MO 64105-1804

**A short summary of the document to appear in the index follows:**

Memorandum of Railcar Lease Agreement between Helm Financial Corporation as Lessor and The Kansas City Southern Railway Company as Lessee, covering ninety-eight (98) railcars within the series KCS 9201 - 9298.

Please file this memorandum as a primary document and return one (1) stamped original to my attention. A check covering the filing fee of twenty-six dollars (\$26.00) is enclosed.

Yours truly,

*Alison Drain*  
Alison Drain  
Document Administrator

/ad  
Enclosures (2)

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MEMORANDUM OF  
RAILCAR LEASE AGREEMENT

## SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF RAILCAR LEASE AGREEMENT (the "Memorandum") is dated as of February 1, 2000 and is intended to evidence that certain Railcar Lease Agreement dated as of February 1, 2000 (the "Lease") between HELM FINANCIAL CORPORATION, a California corporation ("Lessor"), and THE KANSAS CITY SOUTHERN RAILWAY COMPANY, a Missouri corporation ("Lessee"), for the purpose of satisfying the requirements of recordation with the Surface Transportation Board of the Department of Transportation under Section 49 of U.S.C. 11301. Lessor has the right to lease the ninety-eight (98) flatcars, more fully described in Schedule A hereto (the "Units"). Lessee leased from Lessor the Units at the rent and upon the terms and conditions provided in the Lease.

The Lease and the Units cannot be assigned, subleased or in any way encumbered without the prior written consent of Lessor. Lessee has granted a security interest unto Lessor in and to any and all Payments, as such term is defined in the Lease, including, without limitation, any and all rent and other Payments pursuant to any sublease of the Units. In the Event of Default, as such term is defined in the Lease, Lessee assigns any and all subleases to Lessor.

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum to be executed by their duly authorized representative as of the day and year first above written.

LESSOR

HELM FINANCIAL CORPORATION

By: 

Print Name: Richard C. Kirchner

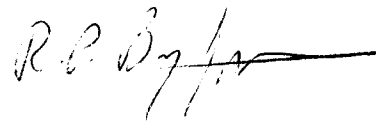
Title: President

LESSEE

THE KANSAS CITY SOUTHERN RAILWAY COMPANY

By: Print Name: Steven L HefleyTitle: Chief Operating Officer Network Services

APPROVED AS TO FORM



CM

SCHEDULE A

To the Railcar Lease Agreement dated as of February 1, 2000 between Helm Financial Corporation and The Kansas City Southern Railway Company.

THE UNITS

Equipment Description:

Ninety-eight (98), 70-ton, 89'4" TOFC/COFC flatcars equipped with two collapsible pedestal hitches designed for 20', 40' or 45' trailers or containers. Units will not accommodate two (2) 45' containers. Built by Thrall in 1978.

Unit Numbers:

Old Mark and Numbers: MNA 900480-900519

New Mark and Numbers: KCS 9201 - 9298

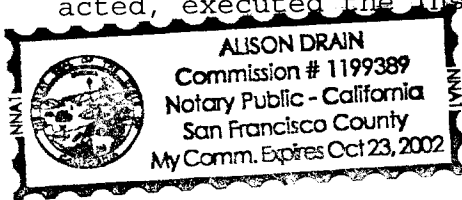
STATE OF CALIFORNIA       )  
                                      ) S.S.  
COUNTY OF SAN FRANCISCO )

On July 11<sup>th</sup>, 2000, before me, Alison Drain personally  
appeared Richard C. Kirchner, President of **HELM FINANCIAL CORPORATION**,

X personally known to me -OR-

— proved to me on the basis of satisfactory evidence

to be the person(s) whose name(s) is/are subscribed to the within instrument and  
acknowledged to me that he/she/they executed the same in his/her/their  
authorized capacity(ies), and that by his/her/their signature(s) on the  
instrument the person(s), or the entity upon behalf of which the person(s)  
acted, executed the instrument.



WITNESS my hand and official seal.

Alison Drain

Signature of Notary Public

Place Notary Seal Above

~~STATE~~  
~~PROVINCE~~ OF MISSOURI )  
~~COUNTY~~ ) S.S.  
~~DISTRICT~~ OF JACKSON )

On June 23rd, 2000, before me, Patricia A. Sexson personally  
appeared Steven L. Hefley, COU-Network Services of  
**THE KANSAS CITY SOUTHERN RAILWAY COMPANY**,

✓ personally known to me -OR-

— proved to me on the basis of satisfactory evidence

to be the person(s) whose name(s) is/are subscribed to the within instrument and  
acknowledged to me that he/she/they executed the same in his/her/their  
authorized capacity(ies), and that by his/her/their signature(s) on the  
instrument the person(s), or the entity upon behalf of which the person(s)  
acted, executed the instrument.



WITNESS my hand and official seal.

Patricia A. Sexson

Signature of Notary Public

Place Notary Seal Above  
NOTARY PUBLIC - STATE OF MISSOURI  
JACKSON COUNTY  
MY COMMISSION EXP. OCT. 22, 2002

CMA